

Law Offices of
CHAPMAN AND CUTLER LLP

RECORDATION NO. 18418-D FILED

DEC 30 '09 -10 00 AM

SURFACE TRANSPORTATION BOARD

December 28, 2009

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W
Washington, DC 20423-0001

Re TTX Company
Termination of Lease and Equipment Trust Agreement
Lease No 39

Dear Section Chief:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two copies of the Termination of Equipment Trust Agreement (No 39), dated as of December 30, 2009, between Wells Fargo Bank Northwest, N A (successor-in-interest to First Security Bank of Idaho National Association), not in its individual capacity, but solely as Owner Trustee (the "*Owner Trustee*"), and Wells Fargo Bank, N A, as Security Trustee (the "*Security Trustee*")

The enclosed document related to equipment trust agreement previously filed under Recordation Number 18418-A Please also note that the enclosed document relates to the Termination of Lease (Lease No 39), dated as of December 30, 2009, between Owner Trustee and TTX Company, which is being submitted for recording concurrently therewith.

The names and addresses of the parties to the enclosed document are as follows

Owner Trustee Wells Fargo Bank Northwest, National Association
MAC U1228-120
299 South Main Street, 12th Floor
Salt Lake City, Utah 84111
Attention Corporate Trust Services

Security Trustee: Wells Fargo Bank, National Association
MAC U1228-120
299 South Main Street, 12th Floor
Salt Lake City, Utah 84111
Attention Corporate Trust Services

CHAPMAN AND CUTLER LLP

A description of the equipment covered as of the date hereof by the aforesaid memorandum is:

The 1,118 Railcars as more specifically described in Exhibit A attached hereto

A short summary of the document to appear in the index follows

Termination of Equipment Trust Agreement (No 39)

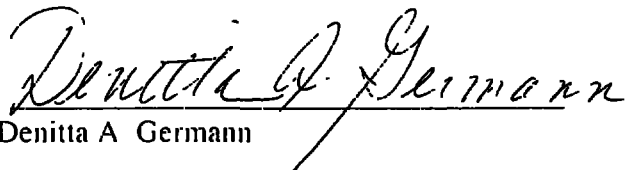
A fee of forty-one dollars (\$41.00) is enclosed. Please time and date stamp the enclosed copy of the enclosed document along with the extra copy of this letter as proof of filing and recordation of the enclosed document and return the original and any extra copies of such document and this letter not needed by the Board for recordation to

Robert Alvoid, Esq
Alvoid and Alvoid
1050 Seventeenth Street, N.W.
Suite 301
Washington, DC 20036

If you have any questions or need further information, please do not hesitate to contact the undersigned at (312) 845-3724

Sincerely,

CHAPMAN AND CUTLER LLP

By 
Denitta A. Germann

DAG/meg
Enclosures

PURCHASED RAILCARS

[illegible]

<u>EQUIPMENT TYPE</u>	<u>BUILDER</u>	<u>CAR NUMBERS</u>	<u>NUMBER OF CARS</u>
		84571	
		84573	
		84576 - 84577	
		84579 - 84581	
		84583 - 84586	
		84588 - 84589	
		84591 - 84597	
		84599 - 84603	
		84606 - 84608	
		84610 - 84611	
		84613 - 84618	
		84621 - 84622	
		84624 - 84625	
		84627 - 84650	
		84655 - 84659	
		84664 - 84665	
		84667 - 84668	
		84671 - 84674	
		84677 - 84679	
		84682 - 84683	
		84685 - 84688	
		84936 - 84965	388
		84967 - 84970	
		84972 - 84989	
		84991 - 85092	
		85094 - 85112	
		85114	
		85116 - 85159	
		85161 - 85182	
		85184 - 85189	
		85191 - 85215	
		85217 - 85272	
		85274 - 85332	
		85334 - 85335	
		84413	1
		84934	1
		84552 - 84553	109
		84555	
		84559	
		84562	
		84578	
		84582	
		84587	
		84590	
		84605	
		84609	
		84612	
		84619	
		84693	
		84697 - 84698	
		84705	
		84745	

<u>EQUIPMENT TYPE</u>	<u>BUILDER</u>	<u>CAR NUMBERS</u>	<u>NUMBER OF CARS</u>
		84747	
		84750	
		84753	
		84756	
		84807	
		84814	
		84818	
		84845	
		84848	
		84849 - 84899	
		84901 - 84914	
		84916 - 84924	
		84926 - 84933	
			<hr/> 906
LEASE NO. 39B 73-foot center-partition bulkhead flat cars	TRINITY	84439	178
		84487	
		84493	
		84516	
		84519	
		84530	
		84541	
		84548 - 84550	
		84557 - 84558	
		84561	
		84564 - 84565	
		84570	
		84572	
		84574 - 84575	
		84620	
		84623	
		84626	
		84651 - 84654	
		84660 - 84663	
		84666	
		84670	
		84675 - 84676	
		84680 - 84681	
		84684	
		84689 - 84692	
		84694 - 84696	
		84700 - 84704	
		84706 - 84744	
		84746	
		84748 - 84749	
		84751 - 84752	
		84754 - 84755	
		84757 - 84791	
		84793 - 84794	
		84796 - 84806	
		84808 - 84809	

<u>EQUIPMENT TYPE</u>	<u>BUILDER</u>	<u>CAR NUMBERS</u>	<u>NUMBER OF CARS</u>
		84811 - 84813	
		84815	
		84817	
		84819 - 84844	
		84846 - 84847	
			178
TOTAL PURCHASED			1,084
CASUALTIED RAILCARS			
<u>EQUIPMENT TYPE</u>	<u>BUILDER</u>	<u>CAR NUMBERS</u>	<u>NUMBER OF CARS</u>
LEASE NO. 39A			
Single unit double stack well car - DTTX	THRALL	54831	1
Five-unit articulated double stack well car - DTTX	GUNDERSON	75772	5
		75797	
		75799	
		75812	
		75818	
Five-unit all purpose articulated spine cars - TTAX	JAC	653178	1
Centerbeam flatcar - TTZX	TRINITY	84427	1
		84518	1
		84551	1
		84598	1
		84604	1
		84669	1
		84900	3
		84915	
		84925	
		84935	12
		84966	
		84971	
		84990	
		85093	
		85113	
		85115	
		85160	
		85183	
		85190	
		85216	
		85273	
			28
LEASE NO. 39B			
73-foot center-partition bulkhead flat cars	TRINITY	84566	6
		84699	

<u>EQUIPMENT TYPE</u>	<u>BUILDER</u>	<u>CAR NUMBERS</u>	<u>NUMBER OF CARS</u>
		84792	
		84795	
		84810	
		84816	
			<u>6</u>
TOTAL CASUALTIED			<u>34</u>
TOTAL ALL RAILCARS			<u>1,118</u>

DEC 30 '09 -10 0 0 AM

**TERMINATION OF EQUIPMENT TRUST AGREEMENT
(STB)****SURFACE TRANSPORTATION BOARD**

THIS TERMINATION OF EQUIPMENT TRUST AGREEMENT (No. 39) is made and entered into as of December 30, 2009 by and between WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION (successor-in-interest to First Security Bank of Idaho, National Association), not in its individual capacity, but solely as Owner Trustee ("*Owner Trustee*"), and Wells Fargo Bank, National Association (successor-in-interest to First Security Bank of Utah, National Association), as Security Trustee (the "*Security Trustee*").

1. The Owner Trustee has entered into that certain Lease of Railroad Equipment (No. 39) with TTX Company dated as of September 30, 1993 (as amended, modified or supplemented, the "*Lease*"), a copy of which (or evidence thereof) was filed with the Interstate Commerce Commission (predecessor to the Surface Transportation Board) pursuant to the provisions of 49 U.S.C. Section 11303 on September 30, 1993 under Recordation Number 18418. The Lease was assigned to the Security Trustee by virtue of an Equipment Trust Agreement (No. 39) dated as of September 30, 1993 (as amended, modified or supplemented, the "*Equipment Trust Agreement*"), a copy of which (or evidence thereof) was filed with the Interstate Commerce Commission pursuant to the provisions of 49 U.S.C. Section 11303 on September 30, 1993 under Recordation Number 18418-A.

2. The Equipment Trust Agreement is terminated effective as of the date hereof and the Security Trustee hereby releases all of its right, title and interest in and to the railroad equipment set forth on Exhibit A attached hereto.

IN WITNESS WHEREOF, the parties hereto have each caused this termination to be duly executed by their respective officers duly authorized as of the date and year first above written.

WELLS FARGO BANK NORTHWEST, NATIONAL
ASSOCIATION (successor-in-interest to First
Security Bank of Idaho, National
Association), not in its individual capacity,
but solely as Owner Trustee

By: m h a
Name: **Michael Arsenault**
Title: **Assistant Vice President**

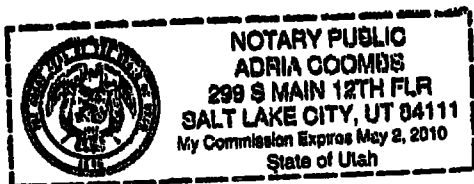
WELLS FARGO BANK, NATIONAL ASSOCIATION
(successor-in-interest to First Security Bank
of Utah, National Association), not in its
individual capacity, but solely as Security
Trustee

By: m h a
Name: **Michael Arsenault**
Title: **Assistant Vice President**

STATE OF Utah)
) SS.:
COUNTY OF Salt Lake)

On this, the 18th day of December, 2009, before me, a Notary Public in and for said County and State, personally appeared Michael Arsenault, who being by me duly sworn, says that (s)he is the Asst. Vice President of WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION, that said instrument was signed on December 18th, 2009 on behalf of said national association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said national association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



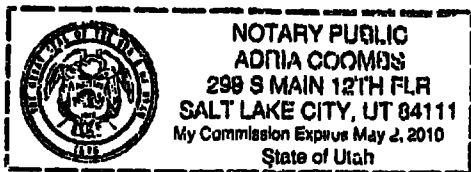
(SEAL)

Adria Coombs
Name: _____
Notary Public
My Commission Expires: _____
Residing in _____

STATE OF Utah)
) SS.:
COUNTY OF Salt Lake)

On this, the 18th day of December, 2009, before me, a Notary Public in and for said County and State, personally appeared Michael Arsenault, who being by me duly sworn, says that (s)he is the Asst. Vice President of WELLS FARGO BANK, NATIONAL ASSOCIATION, that said instrument was signed on December 18th, 2009 on behalf of said national association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said national association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



(SEAL)

Adria Coombs
Name: _____
Notary Public
My Commission Expires: _____
Residing in _____

PURCHASED RAILCARS

[illegible]

<u>EQUIPMENT TYPE</u>	<u>BUILDER</u>	<u>CAR NUMBERS</u>	<u>NUMBER OF CARS</u>
		84576 - 84577	
		84579 - 84581	
		84583 - 84586	
		84588 - 84589	
		84591 - 84597	
		84599 - 84603	
		84606 - 84608	
		84610 - 84611	
		84613 - 84618	
		84621 - 84622	
		84624 - 84625	
		84627 - 84650	
		84655 - 84659	
		84664 - 84665	
		84667 - 84668	
		84671 - 84674	
		84677 - 84679	
		84682 - 84683	
		84685 - 84688	
		84936 - 84965	388
		84967 - 84970	
		84972 - 84989	
		84991 - 85092	
		85094 - 85112	
		85114	
		85116 - 85159	
		85161 - 85182	
		85184 - 85189	
		85191 - 85215	
		85217 - 85272	
		85274 - 85332	
		85334 - 85335	
		84413	1
		84934	1
		84552 - 84553	109
		84555	
		84559	
		84562	
		84578	
		84582	
		84587	
		84590	
		84605	
		84609	
		84612	
		84619	
		84693	
		84697 - 84698	
		84705	
		84745	
		84747	
		84750	

<u>EQUIPMENT TYPE</u>	<u>BUILDER</u>	<u>CAR NUMBERS</u>	<u>NUMBER OF CARS</u>
		84753	
		84756	
		84807	
		84814	
		84818	
		84845	
		84848	
		84849 - 84899	
		84901 - 84914	
		84916 - 84924	
		84926 - 84933	
			<u>906</u>
LEASE NO. 39B 73-foot center-partition bulkhead flat cars	TRINITY	84439	178
		84487	
		84493	
		84516	
		84519	
		84530	
		84541	
		84548 - 84550	
		84557 - 84558	
		84561	
		84564 - 84565	
		84570	
		84572	
		84574 - 84575	
		84620	
		84623	
		84626	
		84651 - 84654	
		84660 - 84663	
		84666	
		84670	
		84675 - 84676	
		84680 - 84681	
		84684	
		84689 - 84692	
		84694 - 84696	
		84700 - 84704	
		84706 - 84744	
		84746	
		84748 - 84749	
		84751 - 84752	
		84754 - 84755	
		84757 - 84791	
		84793 - 84794	
		84796 - 84806	
		84808 - 84809	
		84811 - 84813	
		84815	

<u>EQUIPMENT TYPE</u>	<u>BUILDER</u>	<u>CAR NUMBERS</u>	<u>NUMBER OF CARS</u>
		84817	
		84819 - 84844	
		84846 - 84847	
			178
TOTAL PURCHASED			1 084

<u>EQUIPMENT TYPE</u>	<u>BUILDER</u>	<u>CAR NUMBERS</u>	<u>NUMBER OF CARS</u>
LEASE NO. 39A			
Single unit double stack well car - DTFX	IHRALJL	54831	1
Five-unit articulated double stack well car - DTFX	GUNDERSON	75772 75797 75799 75812 75818	5
Five-unit all purpose articulated spine cars - ITAX	IAC	653178	1
Centerbeam flatcar - TTZX	TRINITY	84427 84518 84551 84598 84604 84669 84900 84915 84925 84935 84966 84971 84990 85093 85113 85115 85160 85183 85190 85216 85273	1 1 1 1 1 1 3 12
			28
LEASE NO. 39B			
73-foot center-partition bulkhead flat cars	TRINITY	84566 84699 84792 84795	6

<u>EQUIPMENT TYPE</u>	<u>BUILDER</u>	<u>CAR NUMBERS</u>	<u>NUMBER OF CARS</u>
		84810	
		84816	
			<u>6</u>
TOTAL CASUALTIED			<u>34</u>
TOTAL ALL RAILCARS			<u>1,118</u>

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated

12/30/09



Robert W Alvord